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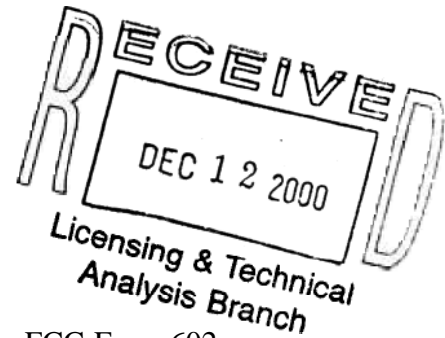
WILKINSON) BARKER) KNAUER)

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December 8, 2000

Via Hand Delivery

Magalie Roman **Salas**, Secretary
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245



Re: Arch Wireless, Inc.
Post Arch-PageNet Merger Ownership Report — FCC Form 602


Dear Ms. **Salas**:

Pursuant to Section 1.919 of the Commission's rules, 47 C.F.R. § 1.919, Arch Wireless, Inc. ("Arch"), by its attorneys, hereby submits an original and one copy of FCC Form 602, FCC Ownership Disclosure Report. The information contained therein reflects the ownership of Arch following the merger of Arch and Paging Network, Inc.

Please contact the undersigned in if you have any questions concerning this filing.

Sincerely,

~~WILKINSON~~ BARKER KNAUER, LLP

By:  Kathryn A. Zachem

Attachment



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Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:
See Exhibit 2			
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable interest Holder's TIN:
4) Disclosable Interest Holder's Address.			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):	9) Disclosable Interest Holder's Country of Citizenship:		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

[illegible]

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THIS ATTACHMENT CONTAINS TIN INFORMATION

FCC Form

Exhib

Page 1 of 2

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Bureau**

Related FCC Regulated Businesses of Applicant, Arch Communications Group, Inc. ("Arch",

4a) Name and Address of all FCC Regulated Businesses owned by Arch:	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
Arch Connect Valley, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Arch Communications Enterprises LLC ¹ 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Arch Wireless Holdings, Inc. d/b/a Arch Wireless 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
MobileMedia Enterprises LLC ² 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Benbow PCS Ventures, Inc. 1615 Highland Avenue Fremont, CA 94593	Commercial mobile radio service		49.9
Cal Autofone, Inc. 1615 Highland Avenue Fremont, CA 94593	Commercial mobile radio service		49.9

¹Arch Wireless Holdings, Inc. d/b/a Arch Wireless is the sole member of Arch Communications Enterprises LLC.

²Arch, through its 49.9 percent indirect ownership interest in Benbow PCS Ventures, Inc. ("Benbow"), holds a 49.9 percent interest in Cal Autofone. Radio Electronics Products Corporation and PageCall, Inc., all of which are 100 percent owned by Benbow. Arch holds its interest in Benbow through a wholly owned Arch subsidiary, Benbow Investments, Inc., a Delaware corporation.

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THIS ATTACHMENT CONTAINS TIN INFORMATION

FCC Form 602

Exhibit 1

Page 2 of 2

Radio Electronics Products Corporation 1615 Highland Avenue Eureka, CA 95501	Commercial mobile radio service	42.9
PageNet, Inc. 1615 Highland Avenue Eureka, CA 95501	Commercial mobile radio service	42.9
Nationwide 929.8875 LLC c/o Paul, Hastings, Janofsky & Walker, LLP 1209 Pennsylvania Ave., N.W. 10th Floor Washington, DC 20004-2400	Commercial mobile radio service	50
Waterloo Communications, Inc.* 201 E. Mullan Waterloo, IA 50701	Commercial mobile radio service	45
Paging Network of America, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	100
PageNet SMR Sub 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	100

³~~Arch~~ holds a 50 percent total interest in Nationwide 929.8875 LLC ("Nationwide") through two indirect, wholly-owned subsidiaries: Arch Connecticut Valley, Inc. (5.1 percent) and Arch Communications Enterprises LLC (44.9 percent). The other 50 percent of Nationwide is held by Cellco Partnership, d/b/a Verizon Wireless. Detailed ownership information as to Cellco Partnership is set forth in its FCC Form 602 currently on file with the Commission.

⁴~~Gerald~~ G. Farnsworth held 55 percent of Waterloo Communications, Inc., an Iowa corporation. The late Mr. Farnsworth's interest is currently being managed by the Gerald G. Farnsworth Trust, Diane Neebel, Administrator, Mercantile Trust Company, 425 Cedar Street, Waterloo, IA 50701.

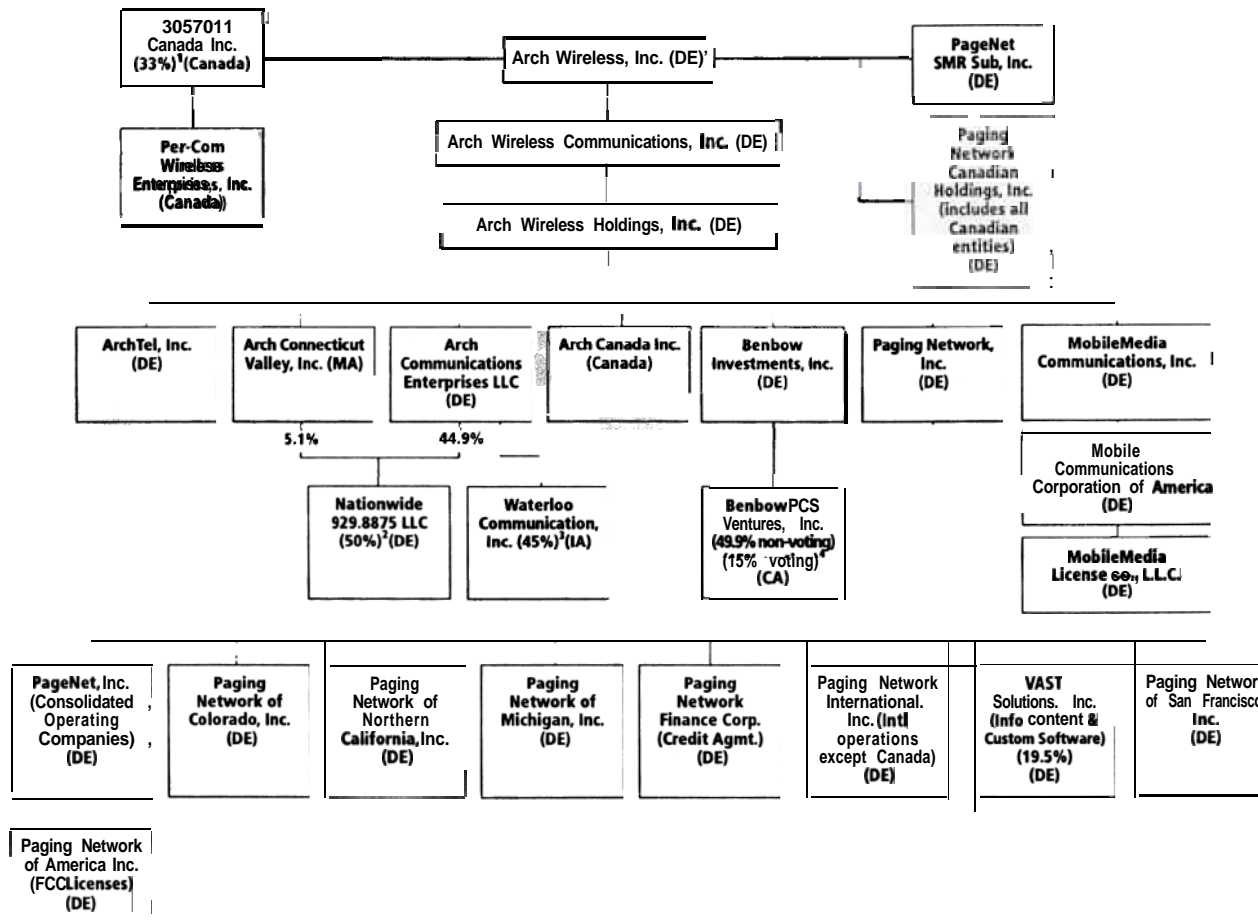
**FCC Ownership Disclosure Information for the
Wireless Telecommunications Bureau**

Schedule for Disclosable Interest Holders

Based on the information available to Arch Wireless, Inc. (the Applicant) at the time of filing the instant Form 602 Ownership Report, no single entity or individual holds a 10% or more interest in post-merger Arch.'

All of the **PageNet**, Inc. ("PageNet") and Arch bonds, and the **PageNet** common stock, which were tendered in exchange for stock of the post-merger Arch, and all of the shares of **PageNet** common stock, which were tendered in exchange for stock of the post-merger Arch, are publicly traded securities. Based on the information available to Arch and **PageNet** at the time of closing on the merger, no entity or individual had accumulated a 10% or more interest in the post-merger Arch; however, if Arch or **PageNet** become aware of any individual or entity that has accumulated a sufficient interest in any of the securities that were exchanged for the stock in post-merger Arch such that any individual or entity holds 10% or more of the stock of **post-merger Arch**, Arch will promptly report such information to the FCC.

ARCH WIRELESS, INC. Organizational Chart November 10, 2000




1) 67% owned by David Hamilton (unaffiliated)

3) 55% owned by GG Farnsworth (unaffiliated)

4) 50.1% non-voting stock owned by June Walsh
85% voting stock owned by June Walsh

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:
2) Applicant Name (if entity):		3) Applicant TIN:
Arch Wireless, Inc.		

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held
See Exhibit 1			


Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Paul	H.	Kuzia	

Title:

Executive Vice President - Technology and Regulatory Affairs

Signature:	Date:
	12-7-00

Failure To Sign This Application May Result In Dismissal Of This Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001 AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).